

RECORDATION NO. 28264 FILED

DEC 30 '09 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

December 30, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 3-7585 Rider 22

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63146]

Section Chief  
December 30, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

25 railcars: SHPX 209902 - SHPX 209926.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 30 '09 -9 00 AM

## MEMORANDUM OF LEASE

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Bunge North America, Inc., a New York Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.



## Schedule A

### Equipment

**Bunge North America, Inc.**

Contract 3-7585 nder 22 *dated 8/11/09*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	209902
	Tank	SHPX	209903
	Tank	SHPX	209904
	Tank	SHPX	209905
	Tank	SHPX	209906
	Tank	SHPX	209907
	Tank	SHPX	209908
	Tank	SHPX	209909
	Tank	SHPX	209910
	Tank	SHPX	209911
	Tank	SHPX	209912
	Tank	SHPX	209913
	Tank	SHPX	209914
	Tank	SHPX	209915
	Tank	SHPX	209916
	Tank	SHPX	209917
	Tank	SHPX	209918
	Tank	SHPX	209919
	Tank	SHPX	209920
	Tank	SHPX	209921
	Tank	SHPX	209922
	Tank	SHPX	209923
	Tank	SHPX	209924
	Tank	SHPX	209925
	Tank	SHPX	209926

25

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

12/30/09



Robert W Alvord